



RESOLUTION OF THE ORDINARY GENERAL SHAREHOLDERS MEETING OF SPHERA FRANCHISE GROUP S.A.

No. 1 of 11.08.2022

The ordinary general shareholders meeting of Sphera Franchise Group S.A. (the “**Meeting**” or “**OGSM**”), a joint stock company, managed under a one-tier system and operating in accordance with Romanian law, having its registered office in Romania, Bucharest, 239 Calea Dorobanti Street, 2nd floor, office 4, 1st district, registered with the Trade Registry of Bucharest Court under number J40/7126/2017, fiscal identification code 37586457 (referred to as the “**Company**”), duly and statutorily convened, in accordance with the provisions of article 117 of Companies Law 31/1990, Law no. 24/2017 regarding issuers of securities and market operations, Regulation no. 5/2018 regarding issuers of financial instruments and market operations as further amended and supplemented and article 10 of the Company’s articles of association, by publishing the convening notice in the Official Gazette of Romania, Part IV no. 2905 of July 8th, 2022 and in the newspaper „Adevărul (online edition), of July 8th, 2022, as well as by sending the convening notice to the Bucharest Stock Exchange and the Financial Supervisory Authority through the current report dated July 6th, 2022,

Legally and statutorily met on **11.08.2022, 10:00 hrs.**, at the first convening at Company's headquarters located in Romania, Bucharest, 239 Dorobanti Ave., 2nd floor - Ateneu Room, 1st District, of the shareholders holding a number of 32.203.283 shares with voting rights, representing 82,9995% of total voting rights, namely 82,9995% of the Company’s share capital, being present in person, by representative expressing votes by correspondence, or by electronic means,

DECIDES

1. With a total number of 32.080.207 voting rights validly expressed, representing 82,9995% of the Company's share capital and 82,9995% of the voting rights attached to the shares representing the Company’s share capital, out of which 32.008.363 votes "in favour" representing 99,7760% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting, 1.111 votes "against" representing 0,0034% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and 70.733 "abstain" representing 0,2204% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and with a total number of 123.076 voting rights unexpressed

The following are approved

The monthly remuneration granted to the members of the Company’s Board of Directors, valid as of the date of the Ordinary General Shareholders Meeting, until the end of the mandate term (i.e. 30.05.2023), amounting EUR 3,500 (three-thousand-five-hundred) net/month/member, EUR 3,500 (three-thousand-five-hundred) net/month for the Chairman of the Board of Directors and EUR 150 (one hundred fifty) net/member/session as additional remuneration for the members of the Board of Directors who are also members of the consultative committees, set at a maximum of 6 (six) annual meetings of the consultative committees.

2. With a total number of 32.080.207 voting rights validly expressed, representing 82,9995% of the Company's share capital and 82,9995% of the voting rights attached to the shares representing the Company's share capital, out of which 31.583.363 votes "in favour" representing 98,4512% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting, 425.397 votes "against" representing 1,3260% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and 71.447 "abstain" representing 0,2227% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and with a total number of 123.076 voting rights unexpressed

The following are approved

Ratification of all payments made as monthly remuneration due to the members of the Board of Directors, respectively as additional remuneration due to the members of the Board of Directors who are also members of the consultative committees, starting with 28.04.2022 and until the date of this meeting AGOA.

3. With a total number of 32.080.207 voting rights validly expressed, representing 82,9995% of the Company's share capital and 82,9995% of the voting rights attached to the shares representing the Company's share capital, out of which 30.689.816 votes "in favour" representing 95,6658% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting, 1.319.658 votes "against" representing 4,1136% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and 70.733 "abstain" representing 0,2204% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and with a total number of 123.076 voting rights unexpressed

The following are approved

The Remuneration Policy of the Company, in accordance with the provisions of article 106 of Law 24/2017 regarding issuers of financial instruments and market operations, republished.

4. With an unanimity of votes validly expressed by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting, respectively

with a total number of 32.080.207 voting rights validly expressed, representing 82,9995% of the Company's share capital and 82,9995% of the voting rights attached to the shares representing the Company's share capital, out of which 32.080.207 votes "in favour" representing 100 % of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting, 0 votes "against" and 0 "abstain" and with a total number of 123.076 voting rights unexpressed

The following are approved

Empower of the Chairman of the Board of Directors of the Company to fulfill, for and on behalf of the Company, of all necessary formalities before Trade Registry, Official Gazette and/or any other public and/or private authorities, including the signing of the management agreements addenda, to be concluded with the members of the Board of Directors in application of point 1 of the OGMS, as well as the publication of the decisions

adopted by the OGMS of 11 / 12.08.2022. The Chairman of the Board of Directors may, in his turn, to mandate any third parties that he deems competent, in order to fulfill entirely or in part of the above-mentioned tasks, within the limits of the mandate granted, his signature being fully valid and opposable to the Company.

This Resolution has been drawn up and signed in Bucharest, in 5 original copies, today 11.08.2022.

Chairman of the Meeting

Secretary of the Meeting

Lucian HOANCA

Mihai CHISU